

# **Bain Capital Fund VIII, L.P.**

**Cayman Islands Exempted Limited Partnership**

**Unaudited Financial Statements**

**September 30, 2010**

**Bain Capital Fund VIII, L.P.**  
**Index to Financial Statements**

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|   | <b>Page</b> |
|---|-------------|
| Financial Statements:   |             |
| Statement of Assets, Liabilities and Partners' Capital as of September 30, 2010 (unaudited)           | 1           |
| Statement of Operations for the nine months ended September 30, 2010 (unaudited)                      | 2           |
| Statement of Changes in Partners' Capital for the nine months ended<br>September 30, 2010 (unaudited) | 3           |
| Schedule of Investments as of September 30, 2010 (unaudited)  | 4-5         |

**Bain Capital Fund VIII, L.P.**  
**Statement of Assets, Liabilities and Partners' Capital (unaudited)**  
**September 30, 2010**

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**Assets**

|   |                      |
|---|----------------------|
| Cash and cash equivalents                           | \$ 22,448,251        |
| Investments at fair value (cost of \$1,843,891,352) | 3,680,618,922        |
| Other assets  | <u>293,169</u>       |
| Total assets  | <u>3,703,360,342</u> |

**Liabilities**

|  |                |
|--|----------------|
| Accrued expenses and other liabilities | <u>309,148</u> |
|--|----------------|

**Partners' capital**

|   |                         |
|---|-------------------------|
| Partners' capital exclusive of net unrealized gain on investments | 1,866,323,624           |
| Net unrealized gain on investments                                | <u>1,836,727,570</u>    |
| Total partners' capital   | <u>3,703,051,194</u>    |
| Total liabilities and partners' capital                           | <u>\$ 3,703,360,342</u> |

**Bain Capital Fund VIII, L.P.**  
**Statement of Operations (unaudited)**  
**For the nine months ended September 30, 2010**

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**Income**

|                 |                    |
|-----------------|--------------------|
| Interest income | \$ 9,942           |
| Dividend income | <u>174,483,233</u> |
| Total income    | <u>174,493,175</u> |

**Expenses**

|                             |                   |
|-----------------------------|-------------------|
| Management fees             | 46,746,696        |
| Professional fees and other | <u>490,204</u>    |
| Total expenses              | <u>47,236,900</u> |

|                       |             |
|-----------------------|-------------|
| Net investment income | 127,256,275 |
|-----------------------|-------------|

**Realized and unrealized gain on investments**

|   |                       |
|---|-----------------------|
| Realized gain on investments                                | 304,418,585           |
| Change in net unrealized gain on investments                | <u>211,501,358</u>    |
| Realized and unrealized gain on investments                 | <u>515,919,943</u>    |
| Net increase in partners' capital resulting from operations | <u>\$ 643,176,218</u> |

**Bain Capital Fund VIII, L.P.**  
**Statement of Changes in Partners' Capital (unaudited)**  
**For the nine months ended September 30, 2010**

| Capital commitment | Balance at December 31, 2009 | Capital contributions | Distributions        | Foreign withholding | Net increase in partners' capital resulting from operations | Transfers        | Balance at September 30, 2010 |
|--------------------|------------------------------|-----------------------|----------------------|---------------------|---|------------------|-------------------------------|
| \$ 2,839,900,000   | \$ 2,439,371,291             | \$ 14,199,500         | \$ (332,055,776)     | \$ (32,228)         | \$ 328,642,458  | \$ (7,876,904)   | \$ 2,442,248,341              |
| <u>656,600,000</u> | <u>555,302,550</u>           | <u>3,283,000</u>      | <u>(76,762,091)</u>  | <u>(18,467)</u>     | <u>75,983,886</u>   | <u>7,876,904</u> | <u>565,665,782</u>            |
| 3,496,500,000      | 2,994,673,841                | 17,482,500            | (408,817,867)        | (50,695)            | 404,626,344   | -                | 3,007,914,123                 |
| <u>3,500,000</u>   | <u>619,690,572</u>           | <u>17,500</u>         | <u>(163,120,875)</u> | <u>-</u>            | <u>238,549,874</u>  | <u>-</u>         | <u>695,137,071</u>            |
| \$ 3,500,000,000   | \$ 3,614,364,413             | \$ 17,500,000         | \$ (571,938,742)     | \$ (50,695)         | \$ 643,176,218  | \$ -             | \$ 3,703,051,194              |

**Bain Capital Fund VIII, L.P.**  
**Schedule of Investments (unaudited)**  
**September 30, 2010**

| Number<br>of shares |   | Cost               | Fair value*        |
|---------------------|---|--------------------|--------------------|
|                     | <b>Accellent (a) (c):</b>                     |                    |                    |
|                     | <b>Accellent Holdings Corp.</b>               |                    |                    |
| 28,011,176          | Common stock                                  | \$ 140,055,882     | \$ 84,033,529      |
|                     | <b>Burlington Coat Factory (a) (c):</b>       |                    |                    |
|                     | <b>Burlington Coat Factory Holdings, Inc.</b> |                    |                    |
| 16,870,606          | Class A common stock                          | 16,870,606         | -                  |
| 1,874,512           | Class L common stock                          | 151,835,487        | 185,576,702        |
|                     |   | <u>168,706,093</u> | <u>185,576,702</u> |
|                     | <b>CRC Health (a):</b>                        |                    |                    |
|                     | <b>CRC Health Group, Inc.</b>                 |                    |                    |
| 27,861,390          | Class A common stock                          | 29,329,701         | -                  |
| 3,095,710           | Class L common stock                          | 252,740,210        | 197,448,939        |
|                     | <b>Crystal Navy S.à r.l. (e)</b>              |                    |                    |
| 1,701,834           | Ordinary shares                               | 16,970,365         | 45,480,578         |
|                     |   | <u>299,040,276</u> | <u>242,929,517</u> |
|                     | <b>Dollarama (f):</b>                         |                    |                    |
|                     | <b>Dollarama, Inc.</b>                        |                    |                    |
| 17,042,333          | Common stock                                  | 65,841,879         | 448,320,019        |
|                     | <b>Dunkin' Brands (a) (d):</b>                |                    |                    |
|                     | <b>Dunkin' Brands Group Holdings, Inc.</b>    |                    |                    |
| 45,617,514          | Class A common stock                          | 45,617,514         | 60,861,003         |
| 5,774,369           | Class L common stock                          | 209,774,487        | 340,954,478        |
|                     |   | <u>255,392,001</u> | <u>401,815,481</u> |
|                     | <b>FCI:</b>                                   |                    |                    |
|                     | <b>Bain Capital FCI Cayman VIII, L.P.</b>     |                    |                    |
| 249,280             | Class A units                                 | 4,213,597          | 28,515,418         |
| 2,539,594           | Class C units                                 | 30,976,550         | 280,688,889        |
| 156,670,668         | Class P units                                 | 187,900,496        | 297,602,242        |
|                     |   | <u>223,090,643</u> | <u>606,806,549</u> |
|                     | <b>FleetCor (a):</b>                          |                    |                    |
|                     | <b>FleetCor Technologies, Inc.</b>            |                    |                    |
| 5,483,599           | Series D-4 Convertible preferred stock        | 71,286,787         | 235,246,397        |

**Bain Capital Fund VIII, L.P.**  
**Schedule of Investments (unaudited)**  
**September 30, 2010**

| Number<br>of shares                      |   | Cost                    | Fair value*             |
|--|---|-------------------------|-------------------------|
| <b>Sensata Technologies:</b>             |   |                         |                         |
| <b>Sensata Investment Company S.C.A.</b> |   |                         |                         |
| 174,621                                  | Class A common stock                      | \$ 271,841              | \$ 1,659,489            |
| 30,558,675                               | Convertible preferred equity certificates | 47,572,142              | 290,410,401             |
| 96,786,099                               | Preferred equity certificates             | 155,559,372             | 294,729,145             |
|  |   | <u>203,403,355</u>      | <u>586,799,035</u>      |
| <b>SunGard Data Systems (a) (c):</b>     |   |                         |                         |
| <b>SunGard Capital Corp.</b>             |   |                         |                         |
| 22,627,007                               | Class A-2 common stock                    | 22,627,007              | -                       |
| 2,514,112                                | Class L common stock                      | 203,643,065             | 157,416,216             |
| <b>SunGard Capital Corp. II</b>          |   |                         |                         |
| 870,270                                  | Preferred stock                           | 87,026,951              | 155,880,807             |
|  |   | <u>313,297,023</u>      | <u>313,297,023</u>      |
| <b>Warner Chilcott (b):</b>              |   |                         |                         |
| <b>Warner Chilcott PLC</b>               |   |                         |                         |
| 25,659,299                               | Class A common stock                      | 103,777,413             | 575,794,670             |
| <b>Total investments</b>                 |   | <u>\$ 1,843,891,352</u> | <u>\$ 3,680,618,922</u> |

\* Fair value as determined by the General Partner

(a) Investment held via Bain Capital Fund VIII, LLC

(b) Investment held via Bain Capital (WC) Netherlands B.V., via Bain Capital (WC) Luxembourg S.à r.l., via Bain Capital Integral Investors II, L.P.

(c) Investment held via Bain Capital Integral Investors, LLC

(d) Investment held via Bain Capital Integral Investors 2006, LLC

(e) Investment held via Bain Capital (CR) L.P.

(f) Investment held via Bain Dollarama (Luxembourg) One, S.à r.l., via Bain Dollarama (Luxembourg) Two, S.à r.l., via Bain Dollarama Luxco Holdings, L.P., via Bain Capital Integral Investors A, L.P. and Bain Capital Integral Investors L, L.P.